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16 Attorneys for WAYMO LLC

17 UNITED STATES DISTRICT COURT

18 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

19 WAYMO LLC, 20 Plaintiff, 21 vs. 22 UBER TECHNOLOGIES, INC.; 23 OTTOMOTTO LLC; OTTO TRUCKING 24 LLC, 25 Defendants.	26 CASE NO. 3:17-cv-00939-WHA 27 DECLARATION OF JEFFREY W. 28 NARDINELLI
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1 I, Jeffrey W. Nardinelli, hereby declare as follows.

2 1. I am a member of the bar of the State of California and an associate with Quinn
3 Emanuel Urquhart & Sullivan, LLP, counsel for Plaintiff Waymo LLC ("Waymo"). I make this
4 declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and
5 would testify competently as follows.

6 2. Attached hereto as Exhibit A is a true and correct copy of a highlighted version of
7 the February 22, 2016 Uber/Otto term sheet, served by Defendants to Waymo on May 11, 2016.

8 3. Attached hereto as Exhibit B is a true and correct copy of a highlighted version of
9 the Uber/Otto merger agreement, served by Defendants to Waymo on May 11, 2016.

10 4. Attached hereto as Exhibit C is a true and correct copy of a highlighted version of
11 exhibits to the Uber/Otto merger agreement, served by Defendants to Waymo on May 11, 2016.

12 I declare under penalty of perjury under the laws of the State of California that the
13 foregoing is true and correct.

14 DATED: May 30, 2017

15 */s/ Jeffrey W. Nardinelli*
Jeffrey W. Nardinelli

18 **SIGNATURE ATTESTATION**

19 Pursuant to Local Rule 5-1(i)(3), I attest under penalty of perjury that concurrence in the
20 filing of this document has been obtained from Jeff Nardinelli.
21

22 */s/ Charles K. Verhoeven*
Charles K. Verhoeven